

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

|  |   |                               |
|--|---|-------------------------------|
| -----                                    | x |                               |
|  | ) |                               |
| <b>In re:</b>                            | ) |                               |
|  | ) | <b>Case No. 12-12020 (MG)</b> |
| <b>RESIDENTIAL CAPITAL, LLC, et al.,</b> | ) |                               |
|  | ) | <b>Chapter 11</b>             |
| <b>Debtors.</b>                          | ) |                               |
|  | ) | <b>Jointly Administered</b>   |
|  | ) |                               |
| -----                                    | x |                               |

**APPENDIX TO THE OBJECTION OF FINANCIAL GUARANTY INSURANCE COMPANY  
TO THE DEBTORS' SECOND SUPPLEMENTAL MOTION PURSUANT TO FED. R.  
BANKR. P. 9019 FOR APPROVAL OF RMBS TRUST SETTLEMENT AGREEMENTS**

| DOCUMENT DESCRIPTION   | DOCUMENT IDENTIFIER | A. |
|--|---------------------|----|
| Deposition Transcript (Excerpts) of Mark Renzi dated Nov. 7, 2012  | N/A                 | 1  |
| Deposition Transcript (Excerpts) of Thomas Marano dated Nov. 12, 2012  | N/A                 | 2  |
| Deposition Transcript (Excerpts) of Tammy Hamzhepour dated Nov. 13, 2012   | N/A                 | 3  |
| Deposition Transcript (Excerpts) of John Mack dated Nov. 14, 2012  | N/A                 | 4  |
| Deposition Transcript (Excerpts) of Jeffrey Cancelliere dated Nov. 14, 2012  | N/A                 | 5  |
| Deposition Transcript (Excerpts) of James Whitlinger dated Nov. 15, 2012   | N/A                 | 6  |
| Deposition Transcript (Excerpts) of Jeffrey Lipps dated Nov. 19, 2012  | N/A                 | 7  |
| Deposition Transcript (Excerpts) of Timothy Devine dated Nov. 19, 2012   | N/A                 | 8  |
| Letter dated 10/17/11 from Gibbs & Bruns LLP to Ally Financial   | RC-9019_00048950    | 9  |
| Email dated 10/19/11 from M. Carpenter to W. Solomon re: PLS Claimant  | RC-9019_00084876    | 10 |
| Letter dated 10/21/11 from W. Solomon to K. Patrick  | Ex. 9019-121        | 11 |
| Letter, dated 10/25/11 from Gibbs & Bruns to Ally Financial  | RC-9019_00048948    | 12 |
| Email dated 11/2/11 from T. Devine to J. Belisle re: Urgent Review: MAC Talk Points  | RC-9019_00084074    | 13 |
| Email dated 12/5/11 from T. Devine to T. Hamzhepour re: Kathy Patrick  | ALLY_0209271        | 14 |
| Email dated 12/19/11 from K. Patrick to T. Hamzhepour, et al. re: Letter from T. Devine  | RC-9019_00057131    | 15 |
| Email dated 12/19/11 from L. Rosten to K. Patrick re: Letter from T. Devine  | RC-9019_00058226    | 16 |
| Email dated 1/9/12 chain from T. Devine to K. Patrick, D. Sheeren cc: T. Hamzhepour, J. Ruckdaschel, D. Hagens, re: Confi and Tolling Agreement with attached Tolling Gibbs Bruns ResCap (5).docx; Confidentiality Agreement Gibbs Bruns Clients ResCap (3).docx | Ex. 9019-73         | 17 |
| Email dated 1/13/12 from D. Sheeren to T. Devine re: Confi and Tolling Agreement   | RC-9019_00058305    | 18 |
| Letter and minutes from ResCap Board of Directors  | Ex. 9019-98         | 19 |
| Email dated 2/20/12 from J. Mackey to M. Carpenter re: Call  | ALLY_0142440        | 20 |
| Email dated 3/7/12 from T. Hamzhepour to T. Devine re: ResCap Discussions  | RC-9019_00090060    | 21 |
| Email dated 3/7/12 from Talcott Franklin to T. Devine re: Call   | TFPC_0000016        | 22 |
| Email dated 5/13/12 from T. Devine to N. Ornstein re: Rule 408 Communication   | ALLY_0144343        | 23 |
| Email dated 3/16/12 from T. Marano to T. Devine re: Confidential Attorney Client Privileged Work Product   | ALLY_0226063        | 24 |

| DOCUMENT DESCRIPTION  | DOCUMENT IDENTIFIER | A. |
|---|---------------------|----|
| Email dated 3/22/12 from G. Cavanaugh to T. Devine re: RFC  | TFPC_0000088        | 25 |
| Email dated 3/27/12 from T. Marano to M. Carpenter, T. Devine, T. Hamzehpour cc: W. Solomon, J. Brown re: FW: IMPORTANT – Please read – Follow-up – 6 year statute of limitation on contracts with attachment                           | Ex. 9019-56         | 26 |
| SEC Form 10-Q for Ally Financial Inc. for the quarterly period ended 3/31/12  | Ex. 9019-54         | 27 |
| Email dated 4/16/12 from J. Ruckdaschel to K. Patrick re: Data Template   | RC-9019_00060789    | 28 |
| Email dated 4/17/12 from T. Devine to G. Lee re: K. Patrick follow-up   | RC-9019_00061424    | 29 |
| ResCap Memorandum dated 5/9/12 from C. Quenneville to S. Abreu, J. Ilany, J. Mack, T. Marano, T. Smith, P. West, J. Whitlinger cc: T. Hamzehpour, M. Cohen re: Residential Capital, LLC Board of Directors Meeting with attached agenda | Ex. 9019-95         | 30 |
| Email dated 4/16/12, from T. Devine to K. Patrick re: Confidentiality Agreement   | Ex. 9019-136        | 31 |
| Email chain dated 4/27/12 from J. Mackey to D. DeBrunner, T. Marano, J. Whitlinger, S. Abreu, C. Weiss, T. Devine re: Rep and Warranties Range 1Q12.xlsx  | Ex. 9019-137        | 32 |
| Email dated 4/27/12 from T. Devine to W. Solomon re: Next Steps   | RC-9019_00048970    | 33 |
| Email dated 5/1/12 from T. Devine to R. Cieri, R. Schrock, G. Lee, L. Rosten cc: T. Hamzehpour, J. Ruckdaschel, W. Thompson, L. Delehey, P. Zellmann, W. Solomon re: FW: Meeting with KP Steering Committee                             | Ex. 9019-34         | 34 |
| ResCap Memorandum from C. Quenneville to J. Ilany, J. Mack, T. Smith, P. West cc: S. Abreu, T. Marano, J. Whitlinger, dated 4/30/12 re: Residential Capital, LLC Audit Committee Meeting with attached agenda and supporting materials  | Ex. 9019-55         | 35 |
| Email dated 5/3/12 from T. Devine to K. Patrick re: Bi-Weekly Call with Gibbs & Bruns   | ALLY_0143695        | 36 |
| Email dated 5/4/12 from T. Devine to G. Lee and T. Hamzehpour re: Kathy Patrick   | Ex. 9019-83         | 37 |
| Email chain dated 5/6/12 from Mark Renzi to Timothy Devine and Jeff Cancelliere, cc: glee@mofo.com, William Nolan, and John Ruckdaschel, re: Help with waterfall before 8 pm if possible  | Ex. 9019-142        | 38 |
| Email dated 5/6/12 from T. Devine to J. Ruckdaschel re: Settlemnt argmt.kp  | RC-9019_00060884    | 39 |
| Email chain dated 5/7/12 from J. Cancelliere to, T. Devine, M. Renzi, G. Lee, T. Hamzehpour, W. Thompson, L. Delehey, J. Ruckdaschel cc: L. Nashelsky, W. Nolan re: KP  | Ex. 9019-41         | 40 |
| Email dated 5/7/12 from K. Patrick to G. Lee re: I'm on with client now. Free up at 9   | RC-9019_00049153    | 41 |
| Email dated 5/8/12 from T. Devine to G. Lee, R. Cieri, J. Levitt, T. Hamzehpour, J. Ruckdaschel cc: R. Schrock, W. Solomon, W. Thompson, L. Delehey re: Talcott Franklin  | Ex. 9019-86         | 42 |
| Email chain dated 5/8/12 from D. Soto to J. Brown re: Cost Benefit Analysis   | Ex. 9019-105        | 43 |

| DOCUMENT DESCRIPTION  | DOCUMENT IDENTIFIER | A. |
|---|---------------------|----|
| Email chain dated 5/7/12 - 5/8/12 from Mark Renzi to Timothy Devine, Gary S. Lee, and Richard M. Cieri, cc: John Ruckdaschel, Jeff Cancelliere, et al, , re: Are you available  | Ex. 9019-144        | 44 |
| Email dated 5/8/12 from T. Devine to G. Lee<br>re: Are you available  | RC-9019_00049175    | 45 |
| Email dated 5/8/12 from J. Cancelliere to G. Lee<br>re: Are you available   | RC-9019_00060347    | 46 |
| Email chain dated 5/9/12 from Gary S. Lee to Timothy Devine, Tammy Hamzehpour, et al, cc: Gary S. Lee re: Talcott Franklin  | Ex. 148             | 47 |
| ResCap Memorandum dated 5/9/12 from C. Quenneville to S. Abreu, J. Ilany, J. Mack, T. Marano, T. Smith, P. West, J. Whitlinger<br>re: Residential Capital, LLC Board of Directors Meeting with attached agenda and supporting materials   | Ex. 9019-04         | 48 |
| Email dated 5/9/12 from G. Lee to J. Mack, J. Ilany, P. West, S. Abreu, T. Smith, T. Whitlinger, T. Marano cc: T. Hamzehpour, N. Evans, J. Tanenbaum, L. Nashelsky, J. Moldovan, J. Levy, D. Lerner<br>re: Meeting Notice - ResCap Board Meeting, May 9, 2012, 3:00 pm (ET) privileged and confidential attorney-client communication with attached meeting materials | Ex. 9019-60         | 49 |
| Minutes of a Special Meeting of the Board of Residential Capital, LLC ("ResCap") held by teleconference on due notice on May 9, 2012, at 3:00 p.m.  | Ex. 9019-61         | 50 |
| Email dated 5/9/12 from T. Devine to T. Hamzehpour, J. Ruckdaschel, R. Cieri, G. Lee, R. Schrock, J. Levitt, J. Cancelliere, W. Thompson, L. Delehey, M. Renzi re: Talcott Franklin   | Ex. 9019-87         | 51 |
| Email dated 5/9/12 from J. Cancelliere to T. Devine re: Defect rate   | Ex. 9019-117        | 52 |
| Email dated 5/9/12 from Timothy Devine to Gary S. Lee, cc: Richard M. Cieri and Ray C. Schrock re: KP   | Ex. 9019-147        | 53 |
| Email dated 5/9/12 from K. Patrick to G. Lee<br>re: Update  | RC-9019_00049218    | 54 |
| Email dated 5/9/12 from K. Patrick to G. Lee<br>re: RMBS Stipulated Claim   | RC-9019_00049221    | 55 |
| Email chain dated 5/9/12 - 5/10/12 from Kathy D. Patrick to Timothy Devine re: Settlement   | Ex. 9019-150        | 56 |
| Email chain dated 5/9/12 to 5/10/12 from Jamie A. Levitt to Timothy Devine, Gary S. Lee, et al, cc: William B. Solomon<br>re: RMBS Stipulated Claim   | Ex. 9019-151        | 57 |
| Email dated 5/10/12 from N. Ornstein to G. Lee re: Kathy Patrick PSA and Settlement Agreement   | RC-9019_00050246    | 58 |
| Email chain dated 5/10/12 - 5/11/12 from Jamie A. Levitt to Timothy Devine re: turning drafts   | Ex. 9019-153        | 59 |
| Email dated 5/11/12 from N. Ornstein to R. Martin re: One Concept for PSA Not Captured Yet  | ALLY_0182657        | 60 |
| Email chain dated 5/12/12 from Timothy Devine to Gary S. Lee, Jamie A. Levitt, et al re: Has Talcott Franklin signed on without reservation to support the Plan, including broad third party release of all claims against Ally etc including security claims?  | Ex. 9019-154        | 61 |

| DOCUMENT DESCRIPTION   | DOCUMENT IDENTIFIER | A. |
|--|---------------------|----|
| Email dated 10/26/11 from W. Solomon to M. Carpenter re: PLS Claimant  | Ex. 9019-51         | 62 |
| Email chain from Kathy D. Patrick to Jamie A. Levitt and Scott A. Humphries, dated 5/13/12, re: Settlement documents   | Ex. 9019-158        | 63 |
| Email chain from Jamie A. Levitt to Noah Ornstein and Anthony Princi, dated 5/13/12, re: Settlement documents  | Ex. 9019-159        | 64 |
| Email dated 5/13/12 from J. Levitt to N. Ornstein re: KP Settlement  | RC-9019_00048597    | 65 |
| Email dated 5/13/12 from T. Devine to J. Levitt re: Great News and Very Important Note   | RC-9019_00050824    | 66 |
| Email dated 5/13/12 from A. Princi to T. Devine re: Settlement Documents   | RC-9019_00051061    | 67 |
| Email dated 5/13/12 from G. Lee to N. Ornstein re: Settlement Documents  | RC-9019_00055348    | 68 |
| Email dated 5/13/12 from R. Cieri to T. Devine re: Settlement Documents  | RC-9019_00061255    | 69 |
| Letter, dated 11/4/12 from Morrison & Foerster to Judge Glenn  | N/A                 | 70 |
| Email dated 12/15/11 from T. Devine to T. Hamzehpour re: Confi and Tolling Agreement   | Ex. 9019-124        | 71 |
| Email dated 4/23/12 from T. Hamzehpour to T. Devine re: Prep for KP  | Ex. 9019-79         | 72 |
| Email dated 5/13/12 from T. Devine to J. Levitt re: Great News and Very Important Note   | RC-9019_00050824    | 73 |
| Hearing Transcript (Excerpts) from Oct. 10, 2012   | N/A                 | 74 |
| Deposition Transcript (Excerpts) of John Ruckdaschel, dated Nov. 8, 2012   | N/A                 | 75 |
| Deposition Transcript (Excerpts) of Frank Sillman dated Nov. 20, 2012  | N/A                 | 76 |
| Email dated 4/18/12 from G. Lee to L. Rosten, J. Cancelliere, T. Hamzehpour cc: T. Devine re: Prep for Kathy Patrick Meeting   | Ex. 9019-14         | 77 |
| Email dated 4/30/12 from M. Renzi to T. Devine, J. Levitt and G. Lee cc: W. Nolan, L. Park, F. Szymik and M. Renzi re: RE: Bounce - Discussion Materials (04-25-12)_Distribution File.pptx with attached Bounce - Discussion Materials (04-25-12) Distribution File vl.pdf | Ex. 9019-19         | 78 |
| Email chain dated 4/27/12 from T. Devine to W. Solomon, T. Hamzehpour, G. Lee, R. Cieri, R. Schrock, J. Ruckdaschel re: next steps   | Ex. 9019-44         | 79 |
| Email dated 10/19/11 from W. Solomon to M. Carpenter, B. Yastine, T. Marano, T. Hamzehpour, J. Brown, J. Mackey, C. Pinkston re: PLS Claimant  | Ex. 9019-48         | 80 |
| RMBS Trust Settlement Agreement dated 5/13/12  | Ex. 9019-58         | 81 |
| Email dated 6/8/2012 from Patrick M. Bryan to Jamie A. Levitt, Daniel T. Donovan, and Noah Ornstein, cc'ing others, re: Final Drafts of 9019 motion with declarations  | Ex. 9019 Expert-14  | 82 |
| Email chain dated 5/7/12 - 5/8/12 from Timothy Devine to Gary S. Lee and Richard M. Cieri re: Are you available  | Ex. 9019-146        | 83 |
| Email dated 3/16/12 from W. Solomon to T. Marano re: Attorney Client Work Product  | Ex. 9019-64         | 84 |
| Hearing Transcript (Excerpts) from Sept. 19, 2012  | N/A                 | 85 |